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SBC COMMUNICATIONS INC

Form S-8 POS

June 17, 2003

As filed with the Securities and Exchange Commission on September 10, 2002.
Registration No. 333-99359-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SBC COMMUNICATIONS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	43-1301883
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

175 E. Houston, San Antonio, Texas	78205-2233
(Address of Principal Executive Offices)	(Zip Code)

SBC PAYSOP,
Pacific Telesis Group Employee Stock Ownership Plan,
and Tax Reduction Act Stock Ownership Plan

(Full Title of the Plans)

Name, address and telephone number Please send copies of all communications to:
of agent for service:

Joy Rick
SBC Communications Inc.
175 E. Houston, 11th Floor
San Antonio, Texas 78205-2233
(210) 821-4105

Wayne Wirtz, Esq.
SBC Communications Inc.
175 E. Houston, 2nd Floor
San Antonio, Texas 78205-2233
(210) 821-4105

EXPLANATORY NOTE

The registrant hereby amends this Registration Statement by filing the
consent of Ernst & Young LLP, independent auditors of SBC Communications Inc.

PART II. INFORMATION REQUIRED IN REGISTRATION STATEMENT

Exhibit 23

Consent of Ernst & Young LLP, Independent Auditors

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 12th day of June 2003.

SBC COMMUNICATIONS INC.

By: Randall L. Stephenson
Randall L. Stephenson
Senior Executive Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to registration statement has been signed by the following persons in the capacities and on the date indicated:

Principal Executive Officer: Edward E. Whitacre, Jr.*
Chairman and Chief Executive Officer

Principal Financial
and Accounting Officer:

Randall L. Stephenson
Senior Executive Vice President
and Chief Financial Officer

By: Randall L. Stephenson
Randall L. Stephenson, as attorney-in-fact
for Mr. Whitacre, the Directors, and on
his own behalf as Principal Financial
and Accounting Officer

June 12, 2003

DIRECTORS:

Gilbert F. Amelio*
Clarence C. Barksdale*
James E. Barnes*
August A. Busch III*
William P. Clark*

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Martin K. Eby, Jr.*
Herman E. Gallegos*
Jess T. Hay*
James A. Henderson*
Bobby R. Inman*
Charles F. Knight*
Lynn M. Martin*
John B. McCoy*
Mary S. Metz*
Toni Rembe*
S. Donley Ritchey*
Joyce M. Roche*
Carlos Slim Helu*
Laura D'Andrea Tyson*
Patricia P. Upton*
Edward E. Whitacre, Jr.*

* By power of attorney

SIGNATURES

The Plans. Pursuant to the requirements of the Securities Act of 1933 the administrator for the Plans set forth below has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on this 17th day of June 2003.

SBC PAYSOP
Pacific Telesis Group Employee Stock
Ownership Plan

By SBC Communications Inc.,
Administrator for each of the foregoing Plans

By: Karen E. Jennings
Karen E. Jennings
Senior Executive Vice President-
Human Resources and Communications

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933 the sponsor for the Plan set forth below has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Haven, State of Connecticut, on this 17th day of June 2003.

Tax Reduction Act Stock Ownership Plan

By The Southern New England Telephone Company

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Sponsor for the foregoing Plan

By: Michele M. Macauda
Michele M. Macauda
President and Chief Executive Officer